

Charles Navior

Scott Summers

Jean Grey

Ororo Munroe



Hank McCou

Peter Rasputin









Kittu Prude

Professor Charles Navier brought them together to bridge the gap between humanity and those born with strange and amazing powers: Cyclops, Marvel Girl, Storm, Iceman, Beast, Colossus and Wolverine. They are the X-Men, soldiers for Navier's war to bring peace between man and mutanti

The X-Men have gone public in an attempt to carry their pro mutant/human relations messages forward. The X-Men now fall under the jurisdiction of world security leader hick fury with both the government and Navier trying to figure out exactly how this will work.



Michael





6 Morry COLORS

Chils OPOULO LETTERS

Mackenzie ASSISTANT

CH ITORS

C.B. ASSOCIATE EDITOR



EDITOR



EDITOR IN CHIEF



a n PUBLISHER

ULTIMATE X-MEN ISSN #1535-6957) Vol. 1, No. 40, February, 2004. Published monthly except semi-monthly in August, September, October, and December by MARVEL COMICS, a division of MARVEL ENTERTANMENT GROUND, CO-PICE OF PUBLICATION: 10 East 40th Street, New York, NY 10016. PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. © 2003 Marvel Characters, Inc. All rights reserved, All characters that the distinctive names and illensies thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the number, characters, person, androir institutions in the related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the number, characters, person, androir institutions in the related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the number, characters, person, androir institutions in the related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the number, person, androir institutions in the related indicia are trademarks. The characters of the similarity which may exist is purely coincidental. \$2.25 per copy in the U.S. and \$2.5 in Canada (IST) 47127032552) in the direct market are similarity which may exist is purely coincidental. \$2.25 per copy in the U.S. and \$2.5 in Canada (IST) 47127032552) in the direct market are similarity which may exist is purely coincidental. \$2.25 per copy in the U.S. and \$3.25 in Canada (IST) 47127032552) in the direct market are similarity which may exist is purely coincidental. \$2.25 per copy in the U.S. and \$3.25 in Canada (IST) 47127032552) in the direct market are similarity which may exist is purely coincidental. \$2.25 per copy in the U.S. and \$3.25 in Canada (IST) 47127032552) in the direct market are similarity which may exist is purely coincidental. \$2.25 per copy in the U.S. and \$3.25 in Canada (IST) 47127032552) in the direct market are similarity which may exist is purely coincidental. \$2.25 per copy in the U.S. and \$3.25 in Can





Mr. Worthington wants to be clear that his obligations to the boy financially are unbounding.



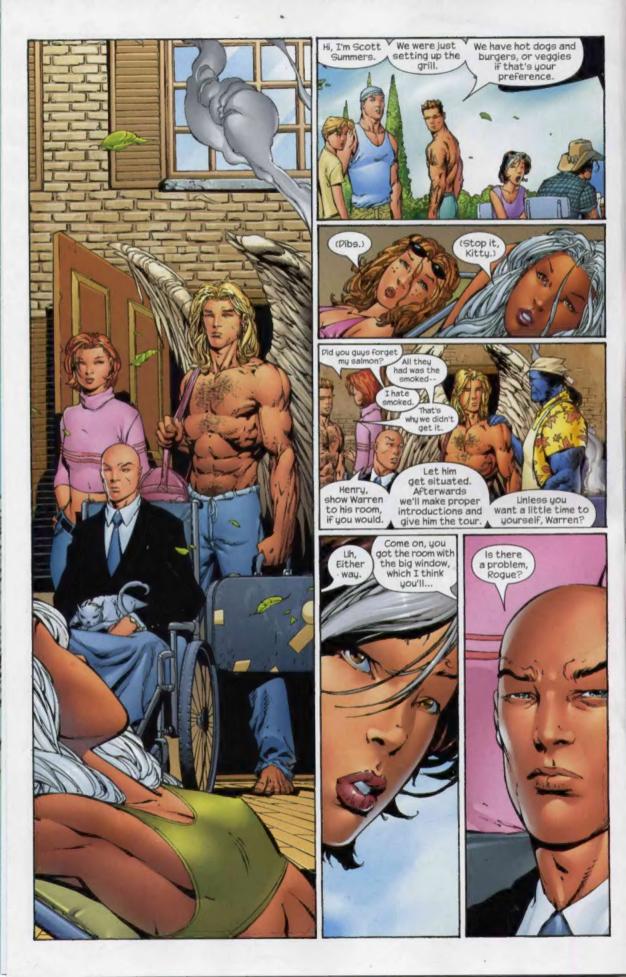






























what'

















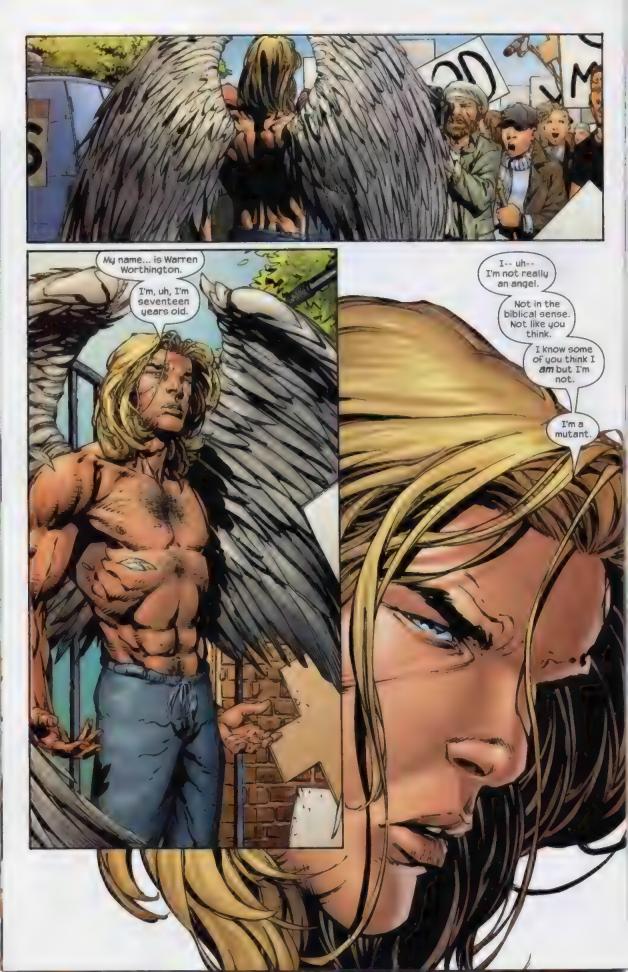






















Bibbidy bobbidy boo!

Welcome to the first Ultimate X-Men letters col-umn ever!!!! This is Assistant Editor Nick Lowe standing in for writer Brian Michael Bendis. Brian was too busy watching artsy DVDs to write this letter

Let's get right to the letters.

column, so here I am.

Hey Bendis,

Why don't you officially change your name to Ultimate Bendis? I think that has a nice ring to it. Plus, how long is Ultimate Dave Finch going to be on the book, since he's so great?

Dan Valentino

Brian tried to get us to add Ultimate to his name, but since he had three names already, we put the kibosh on that (it just wouldn't fit on the page). As for David Finch, he will be on the book as long as he wants. We couldn't be happier with his work on this series. No one, and I mean no one, draws the X-Men better! If you haven't seen the work David has been doing since he got on the book, GO PICK IT UP NOW!!! You will thank me later.

Any chance we'll see any of the X-Men re-raise the notion of Xavier controlling the students minds? It had been hinted at earlier in the title, and it would be an interesting twist to find out that was true.

Cheers, Benjamin Simpson Boston, MA

Hey, Ben. You'll definitely see the Xavier's mind control idea pop up again, but not neces-sarily with the students. In issue 42, a very important person will consider whether Xavier is controlling his mind. Pick it up and see who this person is.

Do you plan on exploring some of the relationships between the X-Men (i.e., the more soap-opera elements) that were established in the previous run or do you want to take the title in a dif-ferent direction? Mix it up? What the dillyo?

Mark losifescu

As you just saw in this issue, there is some romantic interest between Angel and Storm. Beast can't be too happy with that.

Great job with your Ultimate X-Men run, I have a quick question, do you or did you plan on killing any important characters off in your run?? Possibly killing Colossus with the Omega Virus? Ultimate style?

Mark B.

Brian plans on killing all of the important characters during his run on Ultimate X-Men. But he promises to replace them with fantastic new Ultimate characters like Geldoff (who showed up in Ultimate Spider-Man).

What kind of Ultimate prize would you folks give out for a guy who gets one of the characters you created on Ultimate X-Men tattooed on him?

Nick Borelli

The tattoo is a prize in-and-of itself, Nick.

Will we be seeing any Ultimate No-Prizes? Can I have the first one?

Rvan Jaszczyk

You already have three sitting right in front of you, Ryan. Can't you see them?

Are we going to see Nick Fury again dealing with the X-Men???

Christian Konanz

Since the X-Men fell under Fury's umbrella of authority in Ultimate X-Men #33, he has a close tie to our favorite mutants. You will see the illustrious head of S.H.I.E.L.D. very soon. In fact, you can see him right now.



Can we see an Ultimate Apocalypse? Him and Sinister are the only big pieces still missing from the pie.

Raven Gregory

Pie? Where? Mmmmm. Pie.

Your run so far has been excellent, no lie. I speak the truth. Now give me some truth and answer these three

Are there going to be aliens all coming out to check in on Jean and her Phoenix or what?

The only aliens that we have seen in the Ultimate Universe are the shape-changing Chiutari and their unnamed alien enemies, who are currently appearing in The Ulimates. As of right now, we don't know if there are any other alien races in the Ultimate Universe.

When are you going to make the mansion

filled with the never-ending charm of Gambit? I want to see him swooning the ladies. Hell, I want to see him swoon the fellas, too.

I asked Brian the same ques-

maybe. Will we be seeing Mystique in the near

future? You just saw her earlier in the issue. As fans found out in issue #33, "Mystique" is the name of Professor X's cat.

Bippity Bop Bo Pee Sout. **Graham Jorge**

In UXM #34, right before Logan gets shot at the diner, he says to the counter guy, "Can I have some...?" Then sees that the guy is gone. But what was he about to ask for??? Something for his sandwich? Ketchup, Mayo? Mustard? Gulden's, Grey Poupon?? Was it Tabasco, pesto, Vegimitel???-What?

Sincerely wondering, K. Wagner New York, NY

Come on, K. (if that is your real name), every true fan of the Canadian wonder Wolverine knows that every time he steps into a diner he always gets-

BUDDABUDDABUDDABUDDABUDDA-SPING-SMASH-CRACHTK-

Oh. This is Editor Ralph Macchio. Nick just got shot by a bunch of strange men in diaper trucks. What was the question?

Hey Brian.

My girlfriend, Ame (that's pronounced like Amy) and I have been reading and loving Ultimate Spi-der-Man and Ultimate X-Men. In fact, she'll probably be reading this right next to me. So, I was wondering, if I may be so bold, Ame, will you marry me? I'll be asking her in person, of course, but I thought it would be fun to start from a comic book.

Thanks! Fric S.

I think this is the first time that anyone has ever proposed in a letters page. Wow. So, what's it going to be, Ame? Please write to us (ultimateoffice@marvel.com) so we know how it turns

Anyway, join us next month an introduction of another new mutant. It is one of the darkest tales ever told in Ultimate X-Men and possibly Brian Michael Bendis' best issue ever!

MEXALISSUE

NEW MUTANTS PART 2

C. B. Cebulski **EDITOR**

RALPH MACCHIO **EDITOR**

Joe Quesada CHIEF

NYX c/o MARVEL COMICS

10 EAST 40th, NEW YORK, NY 10116
If you don't want your name and address printed, please let us know. Letters may be edited for content and length. E-MAIL: ULTIMATEOFFICE® ARVEL.COM TO PRINT"



